

## **EXHIBIT B**

1 IN THE UNITED STATES DISTRICT COURT

2 FOR THE SOUTHERN DISTRICT OF TEXAS

3 HOUSTON DIVISION

4 CAMELOT EVENT DRIVEN FUND, § CASE NO. 4:19-cv-00957  
A SERIES OF FRANK FUNDS TRUST § HOUSTON, TX  
5 VERSUS § THURSDAY,  
ALTA MESA RESOURCES, INC. § FEBRUARY 1, 2024  
6 f/k/a SILVER RUN ACQUISITION § 11:32 A.M. TO 12:32 P.M.  
CORPORATION II, et al. §

7 STATUS CONFERENCE

8 BEFORE THE HONORABLE GEORGE C. HANKS, JR.  
9 UNITED STATES MAGISTRATE JUDGE

10 APPEARANCES:

11 FOR THE PARTIES: SEE NEXT PAGE

12 COURT REPORTER: REBECCA BECKNAL

13 COURT CLERK: BYRON THOMAS

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1           HOUSTON, TEXAS; THURSDAY, FEBRUARY 1, 2024; 11:32 A.M.

2           THE COURT: Call No. 4:19-cv-957 Camelot Event Driven  
3 Fund, et al. v. Alta Mesa Resources Inc. I know we have a  
4 number of counsel on the line. If we could just start with  
5 plaintiff's council and then we'll go through the list of  
6 everyone that will be speaking. If there's folks that are on  
7 your team that won't be speaking, whoever is speaking can just  
8 introduce them to save time.

9           MR. ENTWISTLE: Thank you, Your Honor, and good  
10 morning. Andrew Entwistle, Entwistle and Cappucci for the  
11 class. Several of my colleagues are with me today, but I'll,  
12 I'll handle most of the conversation with you as we go through  
13 the -- through your process this morning. Also with me today  
14 is Trig Smith and his colleagues from the Robbins Geller firm  
15 and Carol Villegas and her colleagues from Labaton firm.  
16 You'll see Mr. Smith on the Zoom there and he may speak to  
17 certain issues, depending on what Your Honor may cover today.  
18 Ms. Villegas, while she's been working on the case, has only  
19 recently submitted a pro hac vice motion. That's still pending  
20 before the Court and so when Your Honor gets a chance, given  
21 the multitude of paper in this and other cases, if someone  
22 could -- can sign that, we'd appreciate it. But in the  
23 meantime, thank you, and thank you for your time. Obviously,  
24 you've had a busy morning already and so we're here, ready,  
25 willing and able to address any issues that you have on your

1 mind this morning.

2 THE COURT: Great. Thanks, Mr. Entwistle. And Ms.  
3 Villegas, really quickly, your motion has been granted, you'll  
4 get an order this morning or it should be coming through any  
5 time now. So, welcome to the Southern District of Texas.

6 MS. VILLEGAS: Thank you, Your Honor. I appreciate  
7 that.

8 THE COURT: Not a problem. And for the other  
9 plaintiffs?

10 MR. HAMPSON: Good morning, Your Honor. This is  
11 Michael Hampson of Rolnick Kramer Sadighi for the Alyeska and  
12 (indiscernible) plaintiffs. With me on the phone is Matthew  
13 Peller, too -- sorry, on the Zoom with Matthew Peller. I  
14 imagine to the extent you have questions of us, I'll be doing  
15 the majority of the speaking, but Mr. Peller will chime in  
16 depending on the issues.

17 THE COURT: Thank you, Mr. Hampson. Anyone else?  
18 Okay, then let's start with the defendants.

19 MR. WORD: Good morning, Your Honor. It's Christian  
20 Word of Latham & Watkins, and as you know, I represent Alta  
21 Mesa, a number of the board -- members of the board of  
22 directors, and Riverstone. And, excuse men and the former  
23 officers.

24 THE COURT: Welcome.

25 MR. PORTER: Good morning, Judge Hanks. Chris Porter

1 with Quinn Emanuel, represent HPS and Mr. Donald, the Emanuel,  
2 represent HPS and Mr. Donald, (indiscernible).

3 THE COURT: Welcome.

4 MR. PORTER: We have a number of Quinn Emanuel  
5 attorneys on the line, but in the interest of time, I won't go  
6 through everyone.

7 THE COURT: Well, welcome all of your associates and  
8 partners that are on the line as well.

9 MR. YOUNG: Good morning, Your Honor. Kenneth Young  
10 with Kirkland & Ellis on behalf of William McMullen and Bayou  
11 City Energy Management, LLC, I have my partner Nick Brown on  
12 the line as well.

13 THE COURT: All right, welcome.

14 MR. POLLETT: And Your Honor, Adam Pollett of  
15 Eversheds Sutherland on behalf of ARM Energy Holdings, joined  
16 by my colleagues Bruce Bettigole and Andrea Gordon. Thank you  
17 for your time.

18 THE COURT: Thank you for being here. Welcome.  
19 Okay. If that is everyone, I wanted to first go through and  
20 let you know what my rulings were on several things that were  
21 pending. The first thing was Ms. Villegas' pro hac vice  
22 motion. That has been granted. So, I know you'll be happy  
23 about that. That's all set.

24 All the unopposed motions to unseal -- I mean to seal  
25 documents is grant -- are granted. The only one that I had a

1 question about was Documentary 442 which was a motion to  
2 unseal, and I was trying to figure out -- let's see. Right,  
3 442, the motion to unseal defendant McMullen's motion for  
4 summary judgment and accompanying exhibit. I -- that wasn't an  
5 agreed upon motion, and I didn't really understand if the  
6 parties were still fighting about this. And if they were,  
7 let's talk about the issue. So who'd ever like to begin. I  
8 guess, first, is this still an issue between the parties, this  
9 motion to unseal defendant McMullen's motion for summary  
10 judgment and accompanying exhibits? And if it is, what's the  
11 issue?

12 MR. ENTWISTLE: So Your Honor, that motion is still  
13 live. It's fully briefed before the Court. And -- but the  
14 parties are continuing to meet and confer with regard to that.  
15 As you know, from our letter Docket Entry 592 from January the  
16 25th, there are a number of summary judgment motions that have  
17 been more recently filed and so our suggestion to the Court is  
18 to just leave that motion for now, let the parties continue to  
19 meet and confer about it and about the various other materials  
20 that are -- have been or are being filed in connection with the  
21 various summary judgment motions.

22 As you know, briefing will be, you know, fully -- you  
23 know, fully completed as of tomorrow. And then if there's  
24 still an open issue, we'll come back to you. We'll update you  
25 in, you know, let's say two weeks and we'll let you know

1 whether there's still an open issue with regard to that or with  
2 regard to the other motions.

3 I think based on discussion so far, that at least for  
4 the most part, we will have all agreed that, you know, that,  
5 you know, what was filed under seal initially can be opened up,  
6 but there may be some items that we need to come back to you  
7 for, you know, but we don't anticipate that there will be much  
8 of a dispute happening by the time the parties are finished  
9 going through it and, you know, talking to the third parties,  
10 et cetera.

11 THE COURT: On the -- so that will be great. So, let  
12 me know, you know, once the briefing's done tomorrow, that's  
13 why -- well, I knew the briefing was going to be done tomorrow.  
14 That's why I've waited on some of the motions with respect to  
15 the Daubert motions on your experts, I wanted to get all of the  
16 briefing in on the motions, then I'd be able to rule on what  
17 should or should not be open and unsealed. And then also the  
18 next step was to address the issue with the experts.

19 That's sort of my kind of plan of attack, that is get  
20 your motions ready to go, then once the motions are ready, then  
21 figure out which experts' testimony I can or cannot rely upon  
22 in ruling on those motions if any, if needed, and then the  
23 final thing was, what -- issue is what documents should or  
24 should not be unsealed. I couldn't tell whether that might  
25 play in a part of the motions or not, but I'll leave that to



1 you guys.

2 MR. ENTWISTLE: Thank you, Your Honor, and the  
3 sealing motions won't play a part in terms of what you can or  
4 can't consider on the motions as a practical matter. The  
5 Daubert motions will, of course, you know, to some extent. So,  
6 thank you.

7 THE COURT: Great. And then, so that was first thing.  
8 The second thing was, you know, as far as the timeline, once  
9 the briefing's done, this is going to -- I'm going to give this  
10 a priority starting in March to try to get you an answer back  
11 as quick as I can. I don't want this -- these motions to lay  
12 around for a long time because you guys need to know what you -  
13 - what's going to be ready for trial, so I will do my very best  
14 to get an answer back to you on these motions as quickly as  
15 possible.

16 But I don't plan on starting until later this later  
17 this month on those. We just don't have the bandwidth right  
18 now to get started on that -- this many motions. So it'll be  
19 in March, but in March, I'm going to start and we'll try to get  
20 it done as quickly as we can.

21 MR. ENTWISTLE: Your Honor in that regard -- in that  
22 regard, would it be helpful for you when the briefing is  
23 complete, if we get you and your clerks a thumb drive or a hard  
24 drive that has the declarations with jump sites where you can  
25 just click on the declarations and get to the exhibits and for

1 the brief, same thing, where you can get it to the sites, et  
2 cetera? Would that be helpful?

3 THE COURT: Wow, that would be very, very helpful. I  
4 -- it's a lot of work and expense on your part, but if you can  
5 do that, that makes life a lot easier for us. I, you know, I'm  
6 not requiring it, but if you can, that would be great, makes  
7 our life easier because, you know, obviously we have to go back  
8 and forth in the record trying to find stuff and then looking  
9 at the cases that are cited and you guys are great lawyers,  
10 both sides, so, you know, the issues are very -- there's a lot  
11 of play in the cases and you guys know how to argue those, that  
12 play, very, very well, both sides.

13 So having the cases that I can look at right away  
14 when I'm reading the briefs and just click to them make --  
15 would make my life a lot easier. So that would be great.

16 MR. ENTWISTLE: We'll do that on the plaintiff's  
17 side, and if Mr. Word wants to do that on -- or, and the rest  
18 of the defendants want to do that on the defense side, we can  
19 collect that and get it all to Your Honor and we'll try and do  
20 that in the next two weeks so that you have it when you turn to  
21 these motions at that time.

22 THE COURT: Thank you, Mr. Entwistle. That's great.  
23 That would be great. So, the next thing I wanted to talk to  
24 you about is this -- there's an old motion that was pending.  
25 It was Document Entry No. 392. The motion for sanctions that

1 was filed by Don Dimitrievich and HPS Investment Partners.  
2 Respectfully, that motion is denied, but I just want to let the  
3 parties know.

4 And I think I was clear from our last conversation,  
5 once is a mistake, twice is a choice. So, if you have problems  
6 in the future with people not showing up for depositions or  
7 manipulating depositions, we're not going to be, you know,  
8 parsing through what he said, she said. Basically, there's  
9 already been a mistake. That mistake's been resolved. It  
10 shouldn't happen again.

11 So, I understand, Mr. Porter, that were costs  
12 involved, but the motion was sanctioned. At this time, is  
13 denied without prejudice to being reheard, if there are other  
14 problems in discovery.

15 MR. PORTER: And does that --

16 THE COURT: I'm sorry.

17 MR. PORTER: I'm sorry, Judge Hanks. I don't -- I'm  
18 not sure why that -- I think that motion should've been taken  
19 off. The parties resolved that with the costs already. That  
20 was taken care of months ago, so I'm not -- I apologize but I'm  
21 not sure why that was still a pending motion. If we -- if the  
22 optouts, I think that you all filed something. I don't want to  
23 speak for you, but I think you all filed something to let the  
24 Court know that that was moot after the payment of the costs,  
25 so that should not have still been on your -- but I don't want

1 to speak for the optouts.

2 MR. HAMPSON: I actually think, Mr. Porter, that you  
3 (indiscernible) filed something, but I agree with you --

4 MR. PORTER: Okay.

5 MR. HAMPSON: -- amicably resolved it and we actually  
6 did make considerable payments to (indiscernible) and you and I  
7 understand what you're saying. We did scrupulously comply  
8 after that conference, including flying witnesses on private  
9 jets from Bermuda to get them here. So, we took Your Honor's  
10 word very seriously and we appreciate the Court's attention to  
11 that and I understand your direction.

12 THE COURT: Not a problem, Mr. Hampson. You guys are  
13 all great lawyers. You're doing a good job, you know, and  
14 very, very professional and that -- the Court really  
15 appreciates it, because it makes my job a lot easier. So,  
16 thank you, and that motion is taken off of the Court's docket.

17 MR. PORTER: Yeah, and Your Honor, that should be  
18 docket -- and I'm seeing now, that should be Docket No. 402.  
19 It was a letter that we wrote to the docket letting you know  
20 that there was a request to withdraw. So that's Docket No.  
21 402.

22 THE COURT: Great. I'm sorry we missed that. Going  
23 through, there was a lot of documents. I missed that. I  
24 apologize and --

25 MR. PORTER: No problem, Your Honor.

1 THE COURT: -- moving it from the Court's  
2 consideration.

3 MR. PORTER: Thank you, Your Honor.

4 THE COURT: Now, the next thing I need -- the next  
5 thing I need to talk to you all about is what do you need from  
6 me to get the case ready for trial? You know, I know that I've  
7 got a rule on the motion for summary judgment as soon as those  
8 have all been filed, as I said, starting in end of this month,  
9 first of next month, I'm going to be on those and try to get  
10 answers back to you on those. What else do you need from me to  
11 keep the case moving?

12 MR. PORTER: Judge Hanks --

13 THE COURT: I know it's a 19 case.

14 MR. PORTER: Judge Hanks, I have -- I have a  
15 question. My clients, HPS and Mr. Dimitrievich, you know, with  
16 the permission of the Court, we filed our summary judgment well  
17 before this. It was in August and the -- and everything was  
18 fully briefed by October the 10th, and so that's  
19 (indiscernible) have been fully briefed (indiscernible) before  
20 the Court since October 10th. I believe that the same is -- I  
21 don't want to speak for other -- my co-defendants, but I  
22 believe the same is true for ARM, the same is true for Bayou  
23 City and Mr. McMullen.

24 So those have been pending since October 10th, so  
25 when the Court is saying that, you know, you want maybe this

1 flash drive, the flash drive that Mr. Entwistle was saying,  
2 what have you, does that does that apply to us as well?  
3 Because, you know, we've been fully briefed for some time now.  
4 I know you're saying you get things in March, but I just kind  
5 of -- just for clarification on our end.

6 THE COURT: You're right. I guess to be fair to both  
7 sides, you're absolutely right, Mr. Porter. To be fair to goth  
8 sides, Mr. Entwistle, I appreciate the willingness to incur the  
9 cost and expense of doing that, but if I let you do it and then  
10 not the other side have the opportunity to do it, then that's  
11 not really fair, even though it would be very helpful for me.  
12 But we'll just have to do it the hard way. I mean, not your  
13 fault. I mean, hard way for us. Because --

14 MR. ENTWISTLE: Your Honor --

15 THE COURT: -- already --

16 MR. ENTWISTLE: Your Honor, I mean, the briefing is  
17 complete, but if you haven't turned to those earlier motions,  
18 it sounds like you're preparing to address all the motions  
19 together, and if -- that being the case, it seems to me it  
20 makes sense to make life as easy as possible. There are over  
21 50 briefs, you know, in total, and I think what I heard from  
22 Mr. Porter was, you know, are we on this -- are they on the  
23 same schedule the more recent motions. It sounds like they  
24 are, and so that being the case, I think the best way to do it  
25 is to -- we'll get you hyperlinked both briefs and the, you

1 know, and the declarations because obviously there are some 400  
2 exhibits that we've submitted and I think probably a comparable  
3 number from all of the defendants if you were to add them all  
4 up.

5 And so we'll get you those on the summary judgment  
6 motions. Defendants have obviously a full opportunity to do  
7 the same and since they're all going to be on the same  
8 schedule, you know, from what I understand, you know, I think  
9 it behooves all of us to make your life as easy as possible and  
10 your clerks, so that we can get those as soon as -- those  
11 rulings as soon as you're able to, as we prepare for trial.

12 So we're all turning back to trial prep and actively  
13 doing that. And I think, you know, the parties will probably  
14 meet and confer next week. We were waiting for this hearing to  
15 talk about some of the timing of, you know, and whatnot and  
16 logistics and we'll deal with all that. We've all done it  
17 plenty of times. We're all aware of your rules in terms of  
18 having everything to you in time so that any motions in limine,  
19 et cetera can all be addressed, you know, at the docket call if  
20 not before.

21 We'll have -- certainly have the pretrial to you in  
22 advance of that as well. So, I think we're on track for most  
23 of that. You know, at some point we'll be in touch with your  
24 case manager to get access for our tech people, you know, so --

25 MR. PORTER: Judge Hanks, I'm sorry for cutting in,

1 because we haven't moved past my issue. I know Mr. Entwistle  
2 wants to get to the trial to move over -- to kind of gloss  
3 over. Number one, Your Honor, if you want us to -- I just want  
4 to be clear because you're the Court, not Mr. Entwistle.

5 And so if you want my client to get you the briefing  
6 in the format that he suggested, I would like to hear from the  
7 Court on that, not Mr. Entwistle. We are happy to do that and  
8 like -- and I just want to make sure that we can get this  
9 resolved because I do, again, want to make known for the Court  
10 that we have been fully briefed and waiting since October the  
11 10th on all of these issues.

12 And I'm not trying to push the Court whatsoever for a  
13 ruling because I would never do that, despite Mr. Entwistle's  
14 letter last week. I'm not saying anything on that. I just  
15 need to know kind of what direction and I want to take this in  
16 piecemeal, because we've not moved past this yet and I know we  
17 could get to the trial setting it in just a moment, but my  
18 question is simply this, Judge Hanks. Do you want us to --  
19 we're happy to do it if it would make the Court's life easier.

20 I know it's been pending -- everything's been since  
21 October 10th. We can just go back and we can do it if the  
22 Court hasn't had a chance to turn its attention to those briefs  
23 and if it would be helpful for us to do that, that's fine. I  
24 just don't -- I want it to come from Your Honor and not from  
25 Mr. Entwistle. So if the Court would like us to do that, I can



1 represent for HPS and Mr. Dimitrievich that we'll go back and  
2 link our motions, our MSJs, and then also our, you know, our  
3 reply, if that is what the Court would like for us to do.

4 THE COURT: Two things really quickly. I know you  
5 guys have a lot to say, but here's the deal. First, all the  
6 motions are going to be considered at one time. Not going to -  
7 - I'm not going to do it piecemeal. I know that there were  
8 earlier motions (indiscernible). I know there were earlier  
9 motions filed, but I'm considering this all at once.

10 So once the last brief is filed, I'm going to  
11 consider all of it so that you're going to get an answer from  
12 me on everything at once. So, I'm not -- even though  
13 everything was briefed in October, honestly, I haven't looked  
14 at it yet because I knew there was additional briefing that was  
15 coming in and I didn't know how that additional briefing and  
16 replies might affect the motions that have already been filed.

17 So, I haven't done anything at all on the pending  
18 motions. So, Mr. Entwistle, you're absolutely correct. It's  
19 all going to be heard at the same time. Second, I hear you,  
20 Mr. Entwistle. If you're willing to do it, then I'm just going  
21 to -- because we have limited resources. If you're willing to  
22 do it, I'm not going to look at gift horse in the mouth.  
23 Please do it. I need the help. And Mr. Porter, if your  
24 resources allow it, I would really appreciate it because --

25 MR. PORTER: Yes, Your Honor.

1 THE COURT: -- you know, it's a lot. I mean, I  
2 started looking at the motions and I'm thinking it's going to  
3 take several months to get you answers back on these. And that  
4 time falls within the CJRA reporting time, which is when I have  
5 to get all my cases that are six months or over and motions  
6 resolved. So, it's going to be probably, you know, late May,  
7 early June before I can get you some answers back on this.

8 I will get them to you before trial, but it's going  
9 to take me several months to do it and the more you can help me  
10 get an answer back to you, the better it'll be. So --

11 MR. PORTER: (indiscernible). We will do that from -  
12 - again, from our end. I'm happy to do that, but I do want --  
13 I would want to note, Your Honor, because we filed a motion for  
14 whatever your planning purposes are, because the motions were  
15 filed on, I believe it was August 30th, I think that the six  
16 month list is triggered by March 31st, but I certainly am in no  
17 position to tell the Court when that -- I just raised that  
18 because you brought up the six-month list.

19 THE COURT: Right. Actually it doesn't -- the motion  
20 doesn't appear on my six month list this time because of when  
21 the motion for -- when the reply -- it's not just when they  
22 were filed, but when the response dates --

23 MR. PORTER: Fully briefed. Okay.

24 THE COURT: When the issues are fully briefed, so  
25 it's not going to appear on my six month list until October.

1 Hopefully, by then I'll get an answer back --

2 MR. PORTER: -- one way or the other.

3 THE COURT: Yes, long before then, but it doesn't  
4 appear on my six month list. That's why I'm not -- I'm not  
5 worried. I mean, I'm trying to get it done for you, obviously,  
6 but I'm not concerned about my list. I mean, I will get an  
7 answer back to you.

8 MR. PORTER: I think I may have some incorrect  
9 information, Your Honor, on that point. I thought it was -- I  
10 was under the impression it was triggered off of the filing  
11 date, but not the reply date, but understood.

12 THE COURT: Oh, not the reply date, but when the  
13 issue is fully briefed, depending on when the --

14 MR. PORTER: Yeah.

15 THE COURT: Like, for example -- well, just trust me  
16 on this. It doesn't show up on my six month list. The only  
17 thing that -- motion that shows up on my six month list would  
18 be the motion for sanctions because of when it was filed. And  
19 that's been resolved between the parties, so we're all good.

20 MR. WORD: And Your Honor, this is Christian Word.  
21 We're happy to provide the Court with hyperlinked versions of  
22 our briefs, both Daubert and motion for summary judgment. So,  
23 we'll file those (indiscernible) timeline that Mr. Entwistle  
24 indicated he would file (indiscernible).

25 THE COURT: Thank you. And Mr. Hampson, I'm not

1 putting you on the spot. If you --

2 MR. HAMPSON: No --

3 THE COURT: -- fine as well.

4 MR. HAMPSON: Absolutely, Your Honor. We would be  
5 happy to do it. It was actually a requirement in New York  
6 State court where you have to actually do that now you file  
7 electronic documents. So we're actually pretty well versed in  
8 it. So we're happy to do that for you and submit it along with  
9 the other parties.

10 MR. SMITH: Your Honor, this is Trig Smith. Pardon  
11 the interruption. I just want to get clarification. I believe  
12 I heard the Court reference producing the cases as well? Would  
13 that help the Court?

14 THE COURT: It would, I mean --

15 MR. SMITH: Okay.

16 THE COURT: -- if you can. The high points, that  
17 would be great. Mr. Entwistle, I really appreciate the  
18 suggestion. I hate to put that burden on the parties, but  
19 given the volume of what I'm looking at and the limited amount  
20 of time I have to try to get this done for you all before your  
21 trial setting, it just really is helpful. So Mr. Entwistle,  
22 thank you.

23 MR. WORD: Your Honor, (indiscernible) Mr. Entwistle,  
24 (indiscernible) paying for it all.

25 THE COURT: I guess somebody's going to be paying for

1 it all but from our standpoint, we really appreciate it though.  
2 Seriously, because it makes my job a lot easier. I've got one  
3 law clerk that's going to be dedicated to working on this with  
4 me, so, it make all our lives a lot easier.

5 MR. ENTWISTLE: Well, that's our goal, Your Honor, so  
6 we're happy to do that and we will get it to you promptly.  
7 It'll probably take us, you know, ten days to two weeks just to  
8 button it all up given, you know, for all the pending motions  
9 and the two main declarations, but we'll get all that and  
10 you'll have it and -- in a nice easy format to use and, you  
11 know, we look forward to doing that. For shifting to trial  
12 prep, we are working hard to get ready for the April docket  
13 call and getting you, you know, all those materials.

14 I expect us to talk to Mr. Word and whoever else from  
15 the defense group is participating next week, to sort of just  
16 coordinate the logistics of exhibit lists and all of the other  
17 normal things that go into your pretrial order and so that  
18 we're, you know, we have you everything for that docket call  
19 and, you know, we'll be -- from the plaintiff's side, we'll be  
20 ready to go for the May setting that we currently have on the  
21 calendar, assuming we get there with everything else from your  
22 point of view.

23 THE COURT: Great.

24 MR. PORTER: Judge Hanks, is a May setting even  
25 realistic at this stage, given what the Court just said, that

1 we wouldn't get anything until maybe by June or July?

2 THE COURT: Well, I'm just --

3 MR. PORTER: Yeah, just trying to plan around kind of  
4 other things because I know we have an April 12th trial. I'm  
5 sorry, we have an April 12th pretrial conference and I think  
6 that the Court is going to give us a date. I remember  
7 previously you had said that the date would, you know, like 45  
8 days. So likely sometime in May. However, given the  
9 instruction that we just received from the Court where we're  
10 looking at, maybe, you know, June or July, just real -- from a  
11 realistic standpoint, should we be thinking about May? Because  
12 we're -- you know, there's a lot of moving parts, as the Court  
13 can imagine, to get that done.

14 THE COURT: Sure. So basically, if I start in March,  
15 I'm -- we'll get you with my plan right now is to get started  
16 in March. I should have you an answer by the end of May, is  
17 what I'm shooting for and that puts you, giving you trial  
18 settings in June, first of June. So, basically at the April  
19 setting, 45 days ahead of that -- after that would be the end  
20 of May, which puts me right where I expect us to be, which is  
21 trial -- actual trial setting, you know, sometime early June.

22 MR. PORTER: Early June. Okay. Got it.

23 THE COURT: Because I'm going to block out, you know,  
24 a couple of weeks for this. I mean, I've got to basically  
25 clear my docket if this case goes forward. And the time I have

1 are available right now is those first two weeks in June.

2 MR. PORTER: Okay.

3 THE COURT: So, my goal is to get you answers on the  
4 MSJs by the end of May, so that we can get started. And I know  
5 that's cutting it close, but that's realistically as quickly as  
6 I'll be able to get it done, is by the end of May. And then  
7 we'll set the trial, you know, in the first two weeks of June,  
8 if it needs to go forward.

9 MR. ENTWISTLE: That time (indiscernible). We'll  
10 still plan on --

11 MR. PORTER: I'm sorry, (indiscernible), the judge is  
12 talking. Can you let him finish, Judge Hanks?

13 THE COURT: No, I completed, Mr. Entwistle. You were  
14 saying?

15 MR. ENTWISTLE: So, we'll still plan on the April  
16 12th docket call then, as a touch point with you. We'll get  
17 our trial prep work done anticipating that you'll then, you  
18 know, give us rulings as you have them and we'll move forward  
19 from there. Is that -- do I have that right?

20 THE COURT: That's the game plan, Mr. Entwistle. O -  
21 - as I said, I know you guys are expecting answers. I will try  
22 to get them as quickly as possible, but we're going to go  
23 forward in April to lay the groundwork for going to trial the  
24 first two weeks of June.

25 MR. PORTER: And Judge Hanks, just one final question

1 from me. Does this -- do the rulings include not just the MSJ,  
2 but will it include also the Dauberts that have been -- are you  
3 going to endeavor to get those in May as well?

4 THE COURT: Right. That -- all that has to be  
5 decided together, but what I was looking at was some of the  
6 Daubert, some of the summary judgment evidence is going to  
7 determine on -- turn on whether or not I allow certain  
8 witnesses to test -- I mean to provide the testimony. So, I  
9 need to get all that to you as quickly as possible so that, A,  
10 you can get rulings on the MSJ; and then second, you can figure  
11 out which experts you need to keep paying.

12 MR. ENTWISTLE: We appreciate that, Your Honor, and  
13 you did indicate that you intended to sort of attack the  
14 Daubert motions first, so we will get all that, all the  
15 hyperlinked materials to you as soon as we possibly can, but  
16 certainly within the next ten days to two weeks. We will --  
17 we'll work together with the defendants to get all our ducks in  
18 a row for the April 12th docket call.

19 And right now, tentatively, you know, looking either  
20 at the May setting, you know, or later into the first -- that  
21 first two weeks of June, but that gives us a good target for  
22 planning purposes and we appreciate that and in advance, we  
23 appreciate all the time and energy it's going to take you and  
24 your clerks to address the multitude of evidence, summary  
25 judgment evidence and motions that have been filed.



1           THE COURT: Well, honestly, it's very interesting. I  
2 mean, you guys have made this case very interesting, good  
3 arguments. You know, the cases that you're citing,. the  
4 arguments that you're making related to those cases, very, very  
5 interesting. So, I'm looking forward to helping you try to,  
6 you know, get this case resolved one way or the other. So, I  
7 guess I'm saying, I appreciate your professionalism, all of  
8 you, and all of your help to the Court. So, I know I've been  
9 talking a lot. What do you need from me?

10           MR. ENTWISTLE: Judge Hanks, I just want to -- from  
11 my standpoint, I just want -- and I completely understand where  
12 we are and where the Court is going with the briefing. I just  
13 want to make sure that, you know, we're not going to be, kind  
14 of placed with -- placed in a bucket with everyone else if you  
15 will, because that was, if you recall, the plaintiffs wanted  
16 everybody to file on the same date and everybody to have to do  
17 the big omnibus briefing.

18           And we said, well, no, we have the right to go early  
19 because, you know, we're differently situated, and which the  
20 court agreed with at that time. I understand, how busy Courts  
21 are. I mean, Judge Martinez was extremely busy. So trust me,  
22 I get it. But at the same time, I just would hope that, you  
23 know, we would still be viewed in the same light in which we  
24 filed, which is that, you know, we filed early, you know, we  
25 specifically filed early for a reason so that we wouldn't be

1 kind of everybody locked together. And I'm just hoping that  
2 that will still be the case here.

3 THE COURT: Respectfully, I understand the issue, but  
4 respectfully, I'm considering them all together. When I  
5 started looking at some of the motions, they're interlocking.  
6 I mean, in the evidence from some of these motions kind of  
7 color the summary judgment evidence that's been presented in  
8 other defendants' motions, so I cannot -- I understand the  
9 parties' positions, but I don't think that I can decide these  
10 separately. The issues are too intertwined for me to say,  
11 well, I can rule on this motion and not have already ruled on  
12 this motion. They're all intertwined. I mean, I know that  
13 parties -- the argument is, is that -- they're very distinct.

14 The arguments for summary judgment are very distinct  
15 between the parties, but they're not -- but they're --  
16 unfortunately, they're intertwined. So, I'm not going to  
17 consider them apart from the others.

18 MR. PORTER: And when you say, just for  
19 clarification, does that mean that we can expect just kind of  
20 like one -- is that what you mean when you say -- I'm just --  
21 when you say one order for every -- for kind of every --

22 THE COURT: Right.

23 MR. PORTER: Okay.

24 THE COURT: So, each motion's going to get its own  
25 separate order, but --

1 MR. PORTER: Okay.

2 THE COURT: -- understanding how this all fits  
3 together, I have to look at all the motions. The issues are  
4 intertwined.

5 MR. ENTWISTLE: I understand, Judge Hanks, but if  
6 each motion gets its own order, that's more what I'm saying. I  
7 -- that I can appreciate. So, thank you for that  
8 clarification.

9 THE COURT: So everybody -- every defendant that's  
10 filed a motion is going to get a separate order.

11 MR. ENTWISTLE: (indiscernible).

12 THE COURT: Now, there might be some overlap in the  
13 facts in my factual background, because the actual background  
14 kind of applies to everyone. But then there are some specifics  
15 that are -- that, you know, issues that are specific to certain  
16 individual defendants and I will address those in that order.  
17 But --

18 MR. ENTWISTLE: Okay. That -- that answers -- the  
19 Court, you just you articulated it -- you articulated your  
20 answer much better than what my question was. Yes. That's  
21 what I wanted to make sure, that everyone is going to get their  
22 own individual order based upon their motion. It wouldn't be  
23 just one (indiscernible) order. And then the -- I guess the  
24 last thing I have, Your Honor, we -- I don't -- this may not be  
25 relevant at this stage, but at one point, the Court said, if

1     you request a hearing, you'll get a hearing.

2             We did request it. We have a letter in that did  
3     request a hearing on the -- on these motions, but frankly, if  
4     the briefing is sufficient and the Court doesn't want or need  
5     to hear from us, then that's fine. We were just -- we were  
6     waiting for whatever the Court wanted to do, but that request  
7     was made. But if the Court thinks that you have enough on the  
8     papers and you don't at this point want a hearing, then I'm  
9     happy to move past that. But I just -- I did want to note that  
10    was still a request that was pending, that we had filed back  
11    in, you know, back in October.

12            THE COURT: I found it. Mr. Entwistle, Mr. Hampson,  
13    do you want oral argument? I mean, I might grant it depending  
14    on what I -- once I get into the motions, but does either -- do  
15    you, either of you specifically want to request oral argument  
16    in this case?

17            MR. ENTWISTLE: Not from our point of view, Your  
18    Honor. The briefing is voluminous and extremely detailed.  
19    There's a mountain of summary judgment evidence. I think  
20    you've got everything you need to decide these motions,  
21    particularly in the context of, you know, the issues for trial.  
22    If it turns out that you have questions that arise as you and  
23    your clerk, you know, sort of dig through this, obviously,  
24    we're happy to jump on a call or come down, you know, to the  
25    Court and discuss them with you, but I think that you all have

1 more than enough work to do without taking additional Court  
2 time for you to hear rehashed by any party of issues that have  
3 been developed fully in multiple summary judgment briefs.

4 MR. YOUNG: Your Honor, respectfully, my client would  
5 client would like to request an oral argument. So to the  
6 extent that -- whenever the Court's ready, we would love the  
7 opportunity to be able to argue our motion.

8 THE COURT: Okay. Well, I will think about all of  
9 that. Oh, Mr. Hampson, I didn't hear from you.

10 MR. HAMPSON: Unfortunately, I didn't get a chance to  
11 go to that, but I essentially agree with Mr. Entwistle. If  
12 Your Honor needed oral argument, we'd be happy to conduct it,  
13 but the briefing is comprehensive. There is a lot of it. I --  
14 frankly, oral argument might last several days if you had to  
15 hold it and that would create more work for the Court, so we  
16 agree with Mr. Entwistle. But whatever Your Honor's preference  
17 is, we're happy to comply.

18 MR. ENTWISTLE: And Your Honor, just to be clear, it  
19 wouldn't last several days because there's only three  
20 defendants who requested it. There's only, I think it would  
21 only cover two motions, but because of the joinder, two or  
22 three motions. This is not an oral argument for every single  
23 thing in the case. I don't want to speak for Mr. Word or  
24 anyone else as to whether they want to request oral argument  
25 for theirs. That's, you know, up to them.

1 THE COURT: You know they're going to, though. If  
2 you request oral argument -- well, Judge, if you're going to  
3 give it to them, I'm going to request oral argument.

4 MR. ENTWISTLE: Well, no -- that's fair. That's  
5 fair, Judge Hanks, but I just want to be clear. We have  
6 already -- like, the request is in. We made it months ago. So  
7 we -- but the request -- the only pending request is for a  
8 very, you know, narrow -- it's for three of the defendants.  
9 That's it.

10 So, I just want -- I just want to make sure that it's  
11 not -- that the Court isn't thinking that this request is for  
12 every -- but to Your Honor's point, if it's -- you know, it's  
13 like if you're giving out cookies, they're going to want more,  
14 so if you give us an argument -- I get it. Understand it. But  
15 I just wanted -- addressing Mr. Hampson's point about two or  
16 three days or whatever he said. No, you're looking at two,  
17 three hours because it's a very limited number of folks, in  
18 fact, as we sit here today who have requested oral argument.

19 MR. YOUNG: Your Honor.

20 THE COURT: Yes, I'm sorry.

21 MR. YOUNG: Sorry I was just -- and frankly, it's  
22 because of the, you know, the breadth of the briefing that I  
23 think an oral argument would be helpful. Sometimes if there's  
24 lots of briefing, even if it's a narrow, limited time for oral  
25 argument, that can help crystallize issues where, you know, if

1 you have sprawling kind of briefing, that can make it more  
2 difficult to see where the rubber meets the road. So, that's  
3 why I think oral argument can be helpful.

4 MR. WORD: Your Honor, this is Chris Word. Just -- I  
5 didn't want to (indiscernible) Your Honor. You have it exactly  
6 right. I do think oral arguments can be helpful here. I know  
7 that (indiscernible) even Justice Thomas has come around on  
8 oral argument. But I do think that, again, with the volume of  
9 briefing here, the number of issues that we're dropping on the  
10 Court, perhaps we can provide some -- answer questions, short  
11 cut you through some of the more difficult or voluminous  
12 portions of these motions. So, I tend to think it's helpful.  
13 But, of course, I think the, the real issue is whether you find  
14 it helpful. So, I'm happy to do what the Court would do, but I  
15 do tend to agree with my colleagues.

16 MR. PORTER: And Your Honor, if I can make a  
17 suggestion, it may be that we, you know, if it's going to be  
18 multiple days, then maybe you do the early trial defendants  
19 first and then the other defendants second, just because in our  
20 motion, there was no expert testimony that -- neither party  
21 cited nor -- neither party cited expert testimony because the  
22 expert discovery was still open at the time. And plaintiffs  
23 never stated that they needed expert discovery.

24 So, you don't even need expert discovery for our --  
25 this is just straight up on the law and on the papers and on

1 what the Fifth Circuit has said, from our standpoint, and so,  
2 given that fact, it may make sense to the extent that the Court  
3 is inclined to allow argument to, you know, break it up in that  
4 respect because I do think that's also an important difference,  
5 Judge Hanks, is that again, when we filed back in August, there  
6 was no -- there was no -- you know, expert discovery hadn't  
7 even started. I don't even think there had been an expert that  
8 was deposed and the plaintiffs never said that they needed  
9 expert discovery to -- in their response.

10 So, that is not an issue in our set of briefing, if  
11 you will, and so I think that that just further narrows what  
12 you would be looking at as it pertained to us. So that would,  
13 that would just be one suggestion, because I think once you  
14 remove the need or their citations to experts, I think that  
15 that makes it even -- that even further narrows the issue.

16 THE COURT: Okay. Well, I'll just cut to the chase  
17 really quickly. Once I get into the briefing, if I think I  
18 need oral argument, I'll revisit. I'll follow -- I'm going to  
19 follow Mr. Entwistle's suggestion. I'm going to get you on the  
20 line and see what, you know, if there's a very narrow issue, if  
21 I can resolve it with just talking to the parties and getting  
22 additional letter briefing, possibly if there's an issue, but  
23 given the expense and cost of this case to all the parties  
24 involved, if -- I'm not going to ask you for oral argument,  
25 unless I really, really think I need it. I



1           f I don't think I need it, then I'm not going to ask  
2   you for it because, you know, I see that we've got what, 12 --  
3   like 10 lawyers on the line right now, something like that, at  
4   least. If I don't really need that oral argument, I'm not  
5   going to ask you guys for it. So, but I don't know that until  
6   I get into the briefing. So, let me get into the briefing,  
7   look at this, and think about it and think about whether or not  
8   oral argument can really be helpful on the issues that I'm  
9   looking at. If I don't think that, then I'm not going to ask  
10   you for oral argument.

11           I do like to request, as Mr. Porter pointed out, I do  
12   like to honor parties' request for oral argument, but the  
13   caveat is, it has to be -- I have to think it's helpful before  
14   I do that. And if I don't think it's helpful, that oral  
15   argument would be helpful, then I'm not going to either take  
16   your time or the Court's time to do that. I think we can spend  
17   our time either -- better, either, A, getting ready for trial,  
18   or B, you know, digging a little deeper into the motion.

19           So, got to run, unfortunately. I've got another  
20   matter starting at 12:15. Thank you all for your patience and  
21   your time. I'm going to have another status report with you, a  
22   status conference with you in a couple of weeks to see how your  
23   trial is coming -- trial prep is coming along and whether or  
24   not you need anything from me, but it sounds like from what I'm  
25   hearing, you guys are well on your way. Everything's going

1 well. You just need me to rule on these motions so you can  
2 figure out exactly what you need to do -- and you need a trial  
3 date, which we'll get for you in April.

4 MR. ENTWISTLE: Thank you so much, Judge Hanks.

5 MR. PORTER: Thank you again, Your Honor. Have a  
6 good day.

7 MR. SMITH: Just (indiscernible). Yes. I wanted to  
8 ask -- address a question that the Court had, is what can you  
9 do to help us with trial prep. Does the Court have a  
10 preference in terms of contacting either the case manager or  
11 the deputy clerk regarding just, you know, everyday trial  
12 preference that the Court has, for example -- I can give you an  
13 example. You have a witness. Does the Court allow a witness  
14 to be handed an exhibit binder during trial, minor things like  
15 that. I was just (indiscernible) the Court --

16 THE COURT: Ask my case manager. I mean, I can tell  
17 you, the answer is yes on that case binder, obviously.

18 MR. SMITH: Okay.

19 THE COURT: I just finished a three week antitrust  
20 trial that involved dozens of binders and dozens of witnesses.  
21 Whatever -- basically, whatever makes your job easier and also  
22 help to the Court, I'll allow. Like, for example, if you need  
23 to approach a witness, you only need to ask once during that  
24 witness's examination. After that, you can approach the  
25 witness as needed during the examination just to make it easier

1 for you.

2 Examination of witnesses, a lot of federal courts  
3 require you use the podium. I'm a former state court judge  
4 here in Texas. You can examine a witness from the table or the  
5 podium, and I follow that tradition as well. So if you want to  
6 use the podium, great. If you want to use the -- sit at the  
7 table, great. Whatever makes it easier for you and it doesn't  
8 interfere with the jury understanding the evidence and the  
9 Court maintaining decorum in the courtroom, you're fine. So,  
10 little things like that.

11 Another one you might have a question about is would  
12 you need two copies of the witness notebooks, one for the  
13 witness and one for -- sorry. One for the judge and the other  
14 for the law clerk. Typically not. Really, you just need it  
15 for the witness and the judge. I share everything with my law  
16 clerk, so that's not going to be a problem.

17 MR. SMITH: Okay. And then just one last simple  
18 question. In those communications with the case manager, does  
19 the Court prefer that they're -- both -- all parties are there  
20 or can it be an ex parte reach out?

21 THE COURT: I prefer that you send it in writing to  
22 the case managers and CC all of the parties so that everybody -  
23 - because they might have the same questions you have. My case  
24 manager will be answering that question, what, one, two, three,  
25 four, at least four times with counsel, so if you put it in

1 writing and let all the other counsel know we might get one  
2 stop shopping,, that is, one answer covers it for everyone.

3 MR. SMITH: Thank you, and I think that we'll plan on  
4 doing this before those letters are submitted to the Court.  
5 We'll run it by counsel in case they want to ask some questions  
6 as well. So I appreciate your time, Your Honor, and I didn't  
7 mean interrupt at the break.

8 THE COURT: No. No, no, no. It -- that's a good  
9 question. So, those are the questions posed to my case manager  
10 in writing. Two things that are good about it. One, everybody  
11 knows what the question is and the answer. And then second, it  
12 allows -- well, also it allows us to keep track of what  
13 questions you're asking so, we're not answering the same  
14 questions multiple times.

15 MR. SMITH: Understood. Terrific.

16 MR. ENTWISTLE: Thank you, Your Honor, for your time.

17 THE COURT: Okay. Well, everyone have a great  
18 afternoon and we'll talk again soon.

19 (Hearing adjourned at 12:32 p.m.)

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C E R T I F I C A T I O N

I, Sonya Ledanski Hyde, certified that the foregoing transcript is a true and accurate record of the proceedings.

A handwritten signature in cursive script that reads "Sonya M. Ledanski Hyde". The signature is written in dark ink and is positioned to the right of the line number 6.

Sonya Ledanski Hyde

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Date: February 8, 2024